

KENNARD PAUL

Form 4

November 16, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNARD PAUL

(Last) (First) (Middle)

RESEARCH TRIANGLE
PARK, 637 DAVIS DRIVE

(Street)

MORRISVILLE, NC 27560

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Harris Stratex Networks, Inc.
[HSTX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	11/12/2009		A		18,333 (1)	A \$ 0 82,028	D
Class A Common Stock	11/12/2009		A		18,333 (2)	A \$ 0 100,361	D
Class A Common Stock						825	I By Daughter
Class A						825	I By Son

Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6	11/12/2009		A		36,789		<u>(3)</u>	11/12/2016	Class A Common Stock	36,789

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KENNARD PAUL RESEARCH TRIANGLE PARK 637 DAVIS DRIVE MORRISVILLE, NC 27560	SVP, Chief Technology Officer

Signatures

/s/ Meena Elliott, VP, General Counsel and Secretary, on behalf of Paul
Kennard

11/16/2009

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Performance shares, which are subject to vesting. Vesting requires both (a) continuing employment with the Corporation through the end of the Corporation's fiscal year 2012 (approximately June 30, 2012), and (b) achievement of at least the minimum cumulative performance result for the three-year period set forth in the Specific Terms and Conditions. Unvested performance shares are subject to repurchase by the Corporation at \$0.01 per share if eligible employment ends or, following the determination of actual Corporation

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performance versus metrics, to the extent such performance shares do not vest.

Restricted stocks, which are subject to vesting. Vesting requires continuing employment with the Corporation as of the vesting dates.

- (2) Restricted shares will vest as follows: 33.3% on November 12, 2010, 33.3% on November 12, 2011 and 33.3% on November 12, 2012. Unvested shares are subject to repurchase by the Corporation at \$0.01 per share if eligible employment ends before the vesting date.
- (3) Stock options to purchase shares become exercisable if employment with the Corporation continues through the vesting dates. The options will vest as follows: 50% on November 12, 2010, 25% on November 12, 2011 and 25% on November 12, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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